

# International Conveyors Limited

Corporate Office : 10, Middleton Row  
Post Box No. 9282, Kolkata - 700 071  
CIN : L21300WB1973PLC028854  
Phone : +91-33-2229 6033/1768  
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ICL/AG/2016-17/390

September 26, 2016

The Secretary,  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Floor 25, P.J.Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir,

### 43<sup>rd</sup> Annual General Meeting

We enclose, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a gist of proceedings of the 43<sup>rd</sup> Annual General Meeting of the Company held on 24<sup>th</sup> September, 2016 at its registered office.

We would also like to state that all the Resolutions for approval at the 43<sup>rd</sup> Annual General Meeting, as set out in the Notice dated 30<sup>th</sup> May, 2016, have been passed by the members by requisite majority. The Voting Results, in the prescribed format in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are also enclosed.

Thanking you,  
Yours faithfully,

For **International Conveyors Ltd**

**Ayushi Gupta**  
(Company Secretary)

Encl. as above



Registered Office & Works I :  
Falta SEZ, Sector - II, Near Pump House No. 3  
Village & Mouza - Akalmegh  
Dist. South 24 Parganas, West Bengal-743 504

Works II :  
E-39, M.I.D.C. Area, Chikalthana  
Aurangabad - 431 006  
Maharashtra

**Gist of proceedings of the 43<sup>rd</sup> Annual General Meeting**

The 43<sup>rd</sup> Annual General Meeting of the Members of the Company convened on Saturday, September 24, 2016 at 2:00 P.M, at Falta Sez, Sector-Ii, Near Pump House No. 3, Village & Mouza- Akalmegh, Dist. 24 Paraganas (S), West Bengal-743504 and concluded at 4:05 P.M.

- Mr. R. K. Dabriwala, Managing Director of the Company, chaired the proceedings of the Meeting.
- The requisite quorum being present, the Chairman called the meeting to order.
- The Chairman then delivered his Speech.
- The Chairman informed that remote e-voting commenced at 10:00 a. m on 21<sup>st</sup> September, 2016 and ended at 5:00 p. m on 23<sup>rd</sup> September, 2016.
- The following items of business as set out in the Notice calling the Meeting were put for shareholders' approval:

***Ordinary Business:***

1. Adoption of Audited financial statements for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend of ₹0.05 per share (i.e. 5%) on 67,500,000 shares of ₹1/- each for the financial year ended March 31, 2016.
3. Appointment of Ms. Nandini Khaitan, who retires by rotation and being eligible, offered herself for re-appointment as a Director of the Company.
4. Ratification of the appointment of M/s. Lodha & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 44<sup>th</sup> AGM of the Company.

***Special Business:***

5. Re-appointment of Mr. R. K. Dabriwala as Managing Director for a further period of 1(one) year.

All the Resolutions as per agenda of the 43<sup>rd</sup> AGM were passed by the members by the requisite majority through remote e-voting and ballot paper at the AGM venue.

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**43<sup>rd</sup> Annual General Meeting (AGM) - details of voting results**

Particulars	Details
Date of AGM	24 <sup>th</sup> September, 2016
Total number of Shareholders on record date	1845
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	8 10
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public:	Not arranged

**Agenda-wise**

Sl. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Poll /E-voting)	Remarks
1.	Adoption of Annual Accounts	Ordinary	e-voting	Passed with requisite majority
2.	Declaration of Dividend	Ordinary	e-voting	Passed with requisite majority
3.	Re-appointment of Ms. Nandini Khaitan, retiring by rotation	Ordinary	e-voting	Passed with requisite majority
4.	Appointment of M/s. Lodha & Co. as Statutory Auditors	Ordinary	e-voting	Passed with requisite majority
5.	Re-appointment of Mr. Rajendra Kumar Dabriwala as Managing Director	Special	e-voting	Passed with requisite majority



Details of reporting of Poll/E-votingResolution no.1: Ordinary Resolution

Adoption of Audited financial statements together with the Reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2016

Promoter/ Public	No. of Shares held	No. of Votes e- voted	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	25238344	25084544	99.39	25084544	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	42261656	2751577	6.51	2751577	0	100	0
<b>Total</b>	<b>67500000</b>	<b>27836121</b>	<b>41.24</b>	<b>27836121</b>	<b>0</b>	<b>100</b>	<b>0</b>

Resolution no.2: Ordinary Resolution

Declaration of Dividend on Equity Shares for the financial year ended March 31, 2016

Promoter/ Public	No. of Shares held	No. of Votes e- voted	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	25238344	25084544	99.39	25084544	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	42261656	2751577	6.51	2751577	0	100	0
<b>Total</b>	<b>67500000</b>	<b>27836121</b>	<b>41.24</b>	<b>27836121</b>	<b>0</b>	<b>100</b>	<b>0</b>





**Resolution no.3: Ordinary Resolution**

Appointment of Ms. Nandini Khaitan, who retires by rotation and being eligible, offered herself for re-appointment, as a Director of the Company

Promoter/ Public	No. of Shares held (1)	No. of Votes e- voted (2)	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	25238344	25084544	99.39	25084544	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	42261656	2751577	6.51	2751577	0	100	0
<b>Total</b>	<b>67500000</b>	<b>27836121</b>	<b>41.24</b>	<b>27836121</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution no.4: Ordinary Resolution**

Ratification of the Appointment of M/s. Lodha & Co., as Statutory Auditors of the Company

Promoter/ Public	No. of Shares held (1)	No. of Votes e- voted (2)	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	25238344	25084544	99.39	25084544	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	42261656	2751577	6.51	2751577	0	100	0
<b>Total</b>	<b>67500000</b>	<b>27836121</b>	<b>41.24</b>	<b>27836121</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Resolution no.5: Special Resolution**

**Re-appointment of Mr. Rajendra Kumar Dabriwala as Managing Director of the Company for a further period of 1(one) year**

Promoter/ Public	No. of Shares held <b>(1)</b>	No. of Votes e- voted <b>(2)</b>	% of Votes e- voted on outstanding Shares <b>(3)=[(2)/(1)]*100</b>	No. of Votes – in favour <b>(4)</b>	No. of Votes – against <b>(5)</b>	% of Votes in favour on votes e-voted <b>(6)=[(4)/(2)]*100</b>	% of Votes against on votes e-voted <b>(7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	25238344	25084544	99.39	25084544	0	100	0
Public – Institutional holders	26202400	0	0	0	0	0	0
Public – Others	42261656	2751577	6.51	2751577	0	100	0
<b>Total</b>	<b>67500000</b>	<b>27836121</b>	<b>41.24</b>	<b>27836121</b>	<b>0</b>	<b>100</b>	<b>0</b>

All the Resolutions, as set out in the Notice dated 30<sup>th</sup> May, 2016 were passed by the members by the requisite majority.







**K. GULGULIA & CO.**  
**Chartered Accountants**

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## Scrutinizer's Report on E-Voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

To  
**The Chairman of the 43<sup>rd</sup> Annual General Meeting of the Members of INTERNATIONAL CONVEYORS LIMITED** held on the 24<sup>th</sup> day of September, 2016 at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

Dear Sir,

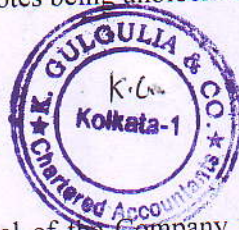
I, Khushboo Gulgulia, Chartered Accountant -in-Practice, have been appointed as a Scrutinizer by the Board of Directors of **INTERNATIONAL CONVEYORS LIMITED** (the Company) for the purpose of scrutinizing the e-voting process (remote voting) and ascertain the requisites on majority on e-voting, under the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the 43<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company dated 30<sup>th</sup> May, 2016, held on Saturday, the 24<sup>th</sup> September, 2016 at 2.00 P.M. at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolution contained in the Notice of the **43<sup>rd</sup> Annual General Meeting (AGM)** of the Members of the Company dated 30<sup>th</sup> May, 2016. My responsibility as the Scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast in "favour" or "against" on the resolutions as set out in the notice to the AGM, based on the reports generated from e-voting platform provided by **National Securities Depository Limited (NSDL)**, the authorized agency to provide e-voting facilities, engaged by the Company.

2. Further to the above, I submit my report as under :-

- The e-voting period remained open from **Wednesday, the 21<sup>st</sup> September, 2016 (10.00 a.m.)** till **Friday, the 23<sup>rd</sup> September, 2016 (5.00 p.m.)**.
- The Members of the Company as on "**cut-off**" date i.e. on **Monday, the 17<sup>th</sup> September, 2016**, were entitled to vote on the resolutions (Items No. 1 to 5 as set out in the notice of the AGM of the Company dated 30<sup>th</sup> May, 2016).
- The votes cast were unblocked on 24/09/2016 after completion of e-voting process in the presence of two witnesses, Ms. Priyanka Choraria & Ms. Rukhsar who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Priyanka Choraria  
Witness 1 : Ms. Priyanka Choraria



Rukhsar  
Witness 2 : Ms. Rukhsar

- The total paid-up equity share capital of the Company as on "**cut-off**" date 17<sup>th</sup> September, 2016, was Rs. 6,75,00,000/- divided into 6,75,00,000 equity shares of Rs.1/- each.
- Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted "**for**" and "**against**" each of the resolution contained in the notice of the AGM dated 30<sup>th</sup> May, 2016, that were put to vote, were generated from the e-voting website of **National Securities Depository Limited (NSDL)**, and based on such reports generated, the result of e-voting is as under :-





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: 2:

**Item No. 1 : (Ordinary Resolution) :** - Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	2,78,36,121	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

**Item No. 2 : (Ordinary Resolution) :** - Declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2016.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	2,78,36,121	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

**Item No. 3: (Ordinary Resolution) -** Appointment of a Director in place of Ms.Nandini Khaitan (DIN- 06941351), who retires from office by rotation, and being eligible, offer herself for re-appointment.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	2,78,36,121	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil







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: 3:

**Item No. 4: (Ordinary Resolution):** - Ratify the Appointment of Auditors and to fix their remuneration.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	2,78,36,121	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

**Item No. 5: (Special Resolution):** - Re-Appointment of Mr. Rajendra Kumar Dabriwala (DIN- 00086658) as Managing Director.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
43	2,78,36,121	100.00

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure – “A” (3 pages)**.  
Note: All the above resolutions passed by Majority

Thanking You,

Yours Faithfully,

Khushboo Gulgulia



[KHUSHBOO GULGULIA]  
Chartered Accountant-in-Practice  
Membership No. 306808

Place : Kolkata

Dated : 24<sup>th</sup> September, 2016





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**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report (E-voting result)**

**ANNEXURE - "A" (Page 1 of 3)**

Date of the AGM	24-09-2016
Total number of shareholders on record date	1,845
No. of shareholders presented in the meeting either in person or through proxy :	
Promoters and Promoters Group :	8
Public :	10
No. of shareholders attended the meeting through Video Conferencing :	
Promoters and Promoters Group :	--- NIL ---
Public :	--- NIL ---



**Agenda - wise disclosure**

**Resolutions / Agenda No. 1 : (Ordinary Resolution) :** - Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, and the reports of the Board of Directors and Auditors thereon.

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public-Non Institutions	E-voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>2,78,36,121</b>	<b>41.24</b>	<b>2,78,36,121</b>	<b>--- NIL ---</b>	<b>100.00</b>	<b>--- NIL ---</b>

**Resolutions / Agenda No. 2 : (Ordinary Resolution) :** - Declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2016.

Resolution required :		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public-Non Institutions	E-voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>2,78,36,121</b>	<b>41.24</b>	<b>2,78,36,121</b>	<b>--- NIL ---</b>	<b>100.00</b>	<b>--- NIL ---</b>





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**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report (E-voting Result)**

**ANNEXURE - "A" (Page 2 of 3)**

**Resolutions / Agenda No. 3 : (Ordinary Resolution) :** - Appointment of a Director in place of Ms.Nandini Khaitan (DIN 06941351), who retires from office by rotation, and being eligible, offer herself for re-appointment.

Resolution required : (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public-Non Institutions	E-voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>2,78,36,121</b>	<b>41.24</b>	<b>2,78,36,121</b>	<b>--- NIL ---</b>	<b>100.00</b>	<b>--- NIL ---</b>

**Resolutions / Agenda No. 4 : (Ordinary Resolution) :** - Ratify the Appointment of Auditors and to fix their remuneration.

Resolution required : (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public-Non Institutions	E-voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>2,78,36,121</b>	<b>41.24</b>	<b>2,78,36,121</b>	<b>--- NIL ---</b>	<b>100.00</b>	<b>--- NIL ---</b>







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**Chartered Accountants**

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**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report (E-voting Result)**

**ANNEXURE - "A" (Page 3 of 3)**

**Resolutions / Agenda No. 5 : (Special Resolution): - Re-Appointment of Mr. Rajendra Kumar Dabriwala (DIN- 00086658) as Managing Director**

Resolution required : (Ordinary/Special)			SPECIAL RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			NO Except Mr. R.K. Dabriwala, None of the promoter is, in any way, concerned or interested, financially or otherwise, in the resolution					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – favour (4)	No of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL ---	100.00	--- NIL ---
Public-Institutions	E-voting	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions	E-voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>2,78,36,121</b>	<b>41.24</b>	<b>2,78,36,121</b>	<b>--- NIL ---</b>	<b>100.00</b>	<b>--- NIL ---</b>

**Note: All the above resolutions passed by Majority**

Thanking You,

Yours Faithfully,

Promoter

Khushboo Gulgulia

Public-Institution

[KHUSHBOO GULGULIA]

Chartered Accountant-in-Practice

Membership No. 306808



Place : Kolkata

Dated : 24<sup>th</sup> September, 2016

Promoter

Public-Institution





**K. GULGULIA & CO.**  
**Chartered Accountants**

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Kolkata - 700 001  
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**FORM NO. MGT - 13**  
**REPORT OF SCRUTINIZER FOR BALLOT FORM VOTING**

[Pursuant to Section 109 of Companies Act, 2013, and Rule 21(2) of the Companies (Management and Administration) Amendment Rules, 2015]

To  
The Chairman,  
Annual General Meeting of the Equity Shareholders of  
**INTERNATIONAL CONVEYORS LIMITED** held on Saturday, the 24<sup>th</sup> September, 2016 at 2.00 P.M. at Falta SEZ,  
Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

Dear Sir,

I, Khushboo Gulgulia, a Chartered Accountant-in-Practice, have been appointed as a Scrutinizer by the Board of Directors of **INTERNATIONAL CONVEYORS LTD.** (the Company) for the purpose of scrutinizing and Poll through Ballot For facility pursuant to Section 109 of the Companies Act, 2013, read with Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015, in the resolutions contained in the notice of the Annual General Meeting (AGM) of the members of the Company dated 30<sup>th</sup> May, 2016, held on Saturday, the 24<sup>th</sup> September, 2016 at 2.00 P.M. at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

1. The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through remote e-voting and ballot forms means on the resolution proposed in the Notice of the **43<sup>rd</sup> Annual General Meeting (AGM)** of the members of the Company dated 30<sup>th</sup> May, 2016. My responsibility as the Scrutinizer for the process of voting through ballot form at the venue of AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's report of the votes cast in "**favour**" or "**against**" on the resolutions proposed in the notice to the **43<sup>rd</sup> AGM** of the Company, through ballot forms at the venue of Annual General Meeting in respect of the resolutions considered at the **43<sup>rd</sup> Annual General Meeting** of the Shareholders of the Company.
2. Ballot Form facility provided at the venue of the Annual General Meeting was optional till all the resolutions were considered and voted upon, only by members attending the meeting and who have not voted through Remote e-voting.
3. After the time fixed for closing of the poll by the chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
4. The locked box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the registrar and transfer agents of the company and the authorizations / proxies lodged with the Company.
5. The poll papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
6. The result of the poll is as under:-







: 2:

**Item No. 1 :** - Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

(i) Voted in favour of the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of Members (in person or by Proxy), whose votes were declared Invalid	Total number of votes cast by them
NIL	NIL

**Item No. 2 :** - Declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2016. (Ordinary Resolution)

(i) Voted in favour of the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of Members (in person or by Proxy), whose votes were declared Invalid	Total number of votes cast by them
NIL	NIL







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: 3:

**Item No. 3:** - Appointment of a Director in place of Ms. Nandini Khaitan (DIN- 06941351), who retires from office by rotation, and being eligible, offer herself for re-appointment. (Ordinary Resolution)

(i) Voted in favour of the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of Members (in person or by Proxy), whose votes were declared Invalid	Total number of votes cast by them
NIL	NIL

**Item No. 4:** - Ratify the appointment of Auditors and to fix their remuneration. (Ordinary Resolution)

(i) Voted in favour of the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of Members (in person or by Proxy), whose votes were declared Invalid	Total number of votes cast by them
NIL	NIL







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**Item No. 5:** - Re-Appointment of Mr. Rajendra Kumar Dabriwala (DIN- 00086658) as Managing Director. (Special Resolution)

(i) Voted in favour of the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the resolution :

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of Members (in person or by Proxy), whose votes were declared Invalid	Total number of votes cast by them
NIL	NIL

Based the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

The Report of Ballot Form Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure – "A" (3 pages)**.

All the relevant records, relating to the voting through ballot form and remote e-voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

**Note : No vote was cast through Ballot Form**

Thanking You,  
Yours Faithfully,

Ba.  
Khushboo Gulgulia

The R

[KHUSHBOO GULGULIA]  
Chartered Accountant-in-Practice

Membership No. 306808

Place : Kolkata

Dated : 24<sup>th</sup> September, 2016



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Th.

Yo.

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The R

[KHUSHBOO GULGULIA]

Char

Accountant-in-Practice

Membership No. 306808

Place : Kolkata





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**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report [Ballot Form voting result]**

**ANNEXURE - "A" (Page 1 of 3)**

Date of the AGM	24-09-2016
Total number of shareholders on record date	1,845
No. of shareholders present in the meeting either in person or through proxy :	
Promoters and Promoters Group :	8
Public :	10
No. of shareholders attended the meeting through Video Conferencing :	
Promoters and Promoters Group :	---- NIL ----
Public :	---- NIL ----

**Agenda – wise disclosure**

**Resolutions / Agenda No. 1: (Ordinary Resolution): - Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, and the reports of the Board of Directors and Auditors thereon.**

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No of voted polled	% of Votes Polled on outstanding shares	No of Votes – favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Ballot Form	2,52,38,344	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- NIL ---
Public-Institutions	Ballot Form	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- N.A. ---
Public- Non Institutions	Ballot Form	4,22,61,656	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>

**Resolutions / Agenda No. 2 : (Ordinary Resolution) : - Declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2016.**

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No of voted polled	% of Votes Polled on outstanding shares	No of Votes – favour	No of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Ballot Form	2,52,38,344	--- NIL ---	--- N.A. ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- NIL ---
Public-Institutions	Ballot Form	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- N.A. ---
Public- Non Institutions	Ballot Form	4,22,61,656	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>







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**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report [Ballot Form voting result]**

**ANNEXURE - "A" (Page 2 of 3)**

**Resolutions / Agenda No. 3 : (Ordinary Resolution) :** - Appointment of a Director in place of Ms.Nandini Khaitan (DIN- 06941351), who retires from office by rotation, and being eligible, offers herself for re-appointment.

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution ?		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Ballot Form	2,52,38,344	--- NIL ---	--- N.A. ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- NIL ---
Public-Institutions	Ballot Form	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- N.A. ---
Public- Non Institutions	Ballot Form	4,22,61,656	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>

**Resolutions / Agenda No. 4 : (Ordinary Resolution) :** - Ratify the appointment of Auditors and to fix their remuneration.

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution ?		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Ballot Form	2,52,38,344	--- NIL ---	--- N.A. ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- NIL ---
Public-Institutions	Ballot Form	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- N.A. ---
Public- Non Institutions	Ballot Form	4,22,61,656	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>



Cont. page 3





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**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report [Ballot Form voting result]**

**ANNEXURE - "A" (Page 3 of 3)**

**Resolutions / Agenda No. 5 : ((Special Resolution): - Re-Appointment of Mr. Rajendra Kumar Dabriwala(DIN-00086658) as Managing Director**

Resolution required : (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Ballot Form	2,52,38,344	--- NIL ---	--- N.A. ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- NIL ---
Public-Institutions	Ballot Form	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N.A. ---	--- N.A. ---
Public- Non Institutions	Ballot Form	4,22,61,656	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>	<b>--- NIL ---</b>

Note : No vote was cast through Ballot Form

Thanking You,

Yours Faithfully,

Khushboo Gulgulia

[KHUSHBOO GULGULIA]

Chartered Accountant-in-Practice  
Membership No. 306808



Place : Kolkata

Dated : 24<sup>th</sup> September, 2016





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**CONSOLIDATED SCRUTINIZER'S REPORT**  
**[Voting through Remote E-Voting and Ballot Form Facility]**

[Pursuant to Section 108 and 109 of Companies Act, 2013 and Companies (Management and Administration) Amendment Rules, 2015]

To  
The Chairman,  
43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of  
**INTERNATIONAL CONVEYORS LIMITED** held on Saturday, the 24<sup>th</sup> September, 2016 at 2.00 P.M. at Falta SEZ,  
Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

Dear Sir,

I, Khushboo Gulgulia, a Chartered Accountant -in-Practice, have been appointed as a Scrutinizer by the Board of Directors of **INTERNATIONAL CONVEYORS LIMITED**. (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Poll through Ballot Form facility pursuant to Section 109 of the Companies Act, 2013, read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in the resolutions contained in the notice of the Annual General Meeting (AGM) of the members of the Company dated 30<sup>th</sup> May, 2016, held on Saturday the 24<sup>th</sup> September, 2016 at 2.00 P.M. at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

- Dear Sir,
1. The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through remote e-voting and ballot forms means on the resolution proposed in the Notice of the **43<sup>rd</sup> Annual General Meeting (AGM)** of the members of the Company dated 30<sup>th</sup> May, 2015. My responsibility as the Scrutinizer for the process of voting through remote e-voting and ballot form at the venue of AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's report of the votes cast in "**favour**" or "**against**" on the resolutions proposed in the notice to the **43<sup>rd</sup> AGM** of the Company, based on the reports generated from e-voting systems provided by **National Securities Depository Limited (NSDL)**, the authorized agency to provide e-voting facilities, engaged by the Company for voting through electronics means and votes cast through ballot forms at the venue of Annual General Meeting in respect of the resolutions considered at the **43<sup>rd</sup> Annual General Meeting** of the Shareholders of the Company.
  2. In terms of the aforesaid Notice and as prescribed in the aforesaid rules, the remote e-voting facilities were kept open from **Wednesday, the 21<sup>st</sup> September, 2016 at 10.00 A.M. to Friday, the 23<sup>rd</sup> September, 2016 at 5.00 P.M.** and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on e-voting platform provided by NSDL.
  3. The Member of the Company as on "**cut off**" date i.e. on **Monday, the 17<sup>th</sup> September, 2016**, were entitled to vote on the resolutions (item No. 1 to 4) as set out in the notice of **43<sup>rd</sup> AGM** of the Company.
  4. Ballot Form facility provided at the venue of the Annual General Meeting was optional till all the resolutions were considered and voted upon, only by members attending the meeting and who have not voted through Remote e-voting.
  5. At the end of the voting period on **Friday, the 23<sup>rd</sup> September, 2016 at 5.00 P.M.**, the voting portal of the service provider was blocked forthwith.







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: 2:

6. The votes cast were unblocked on **24/09/2016** in the presence of two witnesses Ms. Priyanka Choraria & Ms. Rukhsar who are not in employment of the Company and they have signed below in confirmation of the votes being unblocked in their presence.

Priyanka Choraria  
Witness 1 : Ms. Priyanka Choraria

Rukhsar  
Witness 2 : Ms. Rukhsar

7. The total paid-up equity share capital of the Company as on "cut-off" date 17<sup>th</sup> September, 2016, was Rs.6,75,00,000/- divided into 6,75,00,000 equity shares of Rs.1/- each.
8. Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted "for", "against" each of the resolution contained in the notice of the AGM dated 30<sup>th</sup> May, 2016, that were put to vote, were generated from the e-voting website of **National Securities Depository Limited (NSDL)**, and based on such reports,

**The brief analysis of the results of the voting through remote e-voting and Ballot Form facility are as under:-**

**Item No. 1 : Ordinary Resolution** :- Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, and the reports of the Board of Directors and Auditors thereon.

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	43	2,78,36,121	Nil	Nil	43	2,78,36,121	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>43</b>	<b>2,78,36,121</b>	<b>Nil</b>	<b>Nil</b>	<b>43</b>	<b>2,78,36,121</b>	<b>100.00</b>
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Item No. 2 : (Ordinary Resolution)** :- Declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2016.

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	43	2,78,36,121	Nil	Nil	43	2,78,36,121	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>43</b>	<b>2,78,36,121</b>	<b>Nil</b>	<b>Nil</b>	<b>43</b>	<b>2,78,36,121</b>	<b>100.00</b>
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Item No. 3: (Ordinary Resolution)** :- Appointment of a Director in place of Ms. Nandini Khaitan (DIN- 06941351), who retires from office by rotation, and being eligible, offers herself for re-appointment.

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	43	2,78,36,121	Nil	Nil	43	2,78,36,121	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>43</b>	<b>2,78,36,121</b>	<b>Nil</b>	<b>Nil</b>	<b>43</b>	<b>2,78,36,121</b>	<b>100.00</b>
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil







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: 3:

**Item No. 4: (Ordinary Resolution) :- Ratify the appointment of Auditors and to fix their remuneration.**

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		Instapoll (Ballot Form)		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	43	2,78,36,121	Nil	Nil	43	2,78,36,121	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>43</b>	<b>2,78,36,121</b>	<b>Nil</b>	<b>Nil</b>	<b>43</b>	<b>2,78,36,121</b>	<b>100.00</b>
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Item No. 5: (Special Resolution) :- Re-Appointment of Mr. Rajendra Kumar Dabriwala (DIN- 00086658) as Managing Director.**

Particulars	No. of Votes contained in						Percentage (%)
	Remote E-Voting		Instapoll (Ballot Form)		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	43	2,78,36,121	Nil	Nil	43	2,78,36,121	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>43</b>	<b>2,78,36,121</b>	<b>Nil</b>	<b>Nil</b>	<b>43</b>	<b>2,78,36,121</b>	<b>100.00</b>
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

**The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as *Annexure – “A” (3 pages)*.**

All the relevant records, relating to the voting through ballot form and remote e-voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

**Note : All the above resolutions passed by Majority**

Thanking You,  
Yours Faithfully,

*Khushboo Gulgulia*



**[KHUSHBOO GULGULIA]**  
**Chartered Accountant-in-Practice**  
**Membership No. 306808**

**Place : Kolkata**  
**Dated : 24<sup>th</sup> September, 2016**





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**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report (E-voting & Ballot Form Poll)**

**ANNEXURE - "A" (Page 1 of 3)**

Date of the AGM	24-09-2016
Total number of shareholders on record date	1,845
No. of shareholders presented in the meeting either in person or through proxy :	
Promoters and Promoters Group :	8
Public :	10
No. of shareholders attended the meeting through Video Conferencing :	
Promoters and Promoters Group :	---- NIL ---
Public :	---- NIL ---

**Agenda - wise disclosure**

**Resolutions / Agenda No. 1 : (Ordinary Resolution) :** - Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, and the reports of the Board of Directors and Auditors thereon.

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL --	100.00	--- NIL --
	Poll	--- NIL --	--- NIL --	--- NIL ---	--- NIL --	--- NIL --	--- NIL ---	--- NIL --
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL --	--- N. A. ---	--- N. A. ---
	Total							--- NIL --
Public-Institutions	E-Voting	--- NIL --	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL --	--- N. A. ---	--- N. A. ---
	Poll	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL --	--- N. A. ---	--- N. A. ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL --	--- N. A. ---	--- N. A. ---
	Total	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL --	--- N. A. ---	--- N. A. ---
Public- Non Institutions	E-Voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	--- NIL ---
	Poll	--- NIL -	--- NIL ---	--- NIL ---	NIL		--- NIL ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL --	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL --	--- N. A. ---	--- N. A. ---
	Total							
<b>TOTAL</b>		6,75,00,000	2,78,36,121	41.24	2,78,36,121	--- NIL ---	100.00	--- NIL ---







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**Resolutions / Agenda No. 2 : (Ordinary Resolution) : - Declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2016.**

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL ---	100.00	--- NIL ---
	Poll	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Total							--- NIL ---
Public-Institutions	E-Voting	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Poll	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Total	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
Public- Non Institutions	E-Voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	--- NIL ---
	Poll	--- NIL ---	--- NIL ---	--- NIL ---	NIL		--- NIL ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Total							
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>2,78,36,121</b>	<b>41.24</b>	<b>2,78,36,121</b>	<b>--- NIL ---</b>	<b>100.00</b>	<b>--- NIL ---</b>

**Resolutions / Agenda No. 3 : (Ordinary Resolution) : - Appointment of a Director in place of Ms. Nandini Khaitan (DIN-06941351), who retires from office by rotation, and being eligible, offers herself for re-appointment.**

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL ---	100.00	2,50,84,544
	Poll	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---
	Total							
Public-Institutions	E-Voting	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---
	Poll	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---
	Total	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---
Public- Non Institutions	E-Voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	27,51,577
	Poll	--- NIL ---	--- NIL ---	--- NIL ---	NIL		--- NIL ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---
	Total							
<b>TOTAL</b>		<b>6,75,00,000</b>	<b>2,78,36,121</b>	<b>41.24</b>	<b>2,78,36,121</b>	<b>--- NIL ---</b>	<b>100.00</b>	<b>2,78,36,121</b>







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**Resolutions / Agenda No. 4 : (Ordinary Resolution) : - Ratify the appointment of Auditors and to fix their remuneration.**

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution ?		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL ---	100.00	--- NIL ---
	Poll	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Total							--- NIL ---
Public-Institutions	E-Voting	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Poll	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Total	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
Public- Non Institutions	E-Voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	--- NIL ---
	Poll	--- NIL ---	--- NIL ---	--- NIL ---	NIL		--- NIL ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Total							
<b>TOTAL</b>		6,75,00,000	2,78,36,121	41.24	2,78,36,121	--- NIL ---	100.00	--- NIL ---







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**Resolutions / Agenda No. 5 : (Special Resolution) : - Re-Appointment of Mr. Rajendra Kumar Dabriwala(DIN-00086658) as Managing Director.**

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution ?		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,52,38,344	2,50,84,544	99.39	2,50,84,544	--- NIL ---	100.00	--- NIL ---
	Poll	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Total							--- NIL ---
Public-Institutions	E-Voting	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Poll	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Total	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
Public- Non Institutions	E-Voting	4,22,61,656	27,51,577	6.51	27,51,577	--- NIL ---	100.00	--- NIL ---
	Poll	--- NIL ---	--- NIL ---	--- NIL ---	NIL	---	--- NIL ---	--- NIL ---
	Postal Ballot (If applicable)	--- NIL ---	--- NIL ---	--- N. A. ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N. A. ---
	Total							
<b>TOTAL</b>		6,75,00,000	2,78,36,121	41.24	2,78,36,121	--- NIL ---	100.00	--- NIL ---

Note : All the above resolutions passed by Majority

Thanking You,

Yours Faithfully,

Khushboo Gulgulia



[KHUSHBOO GULGULIA]  
Chartered Accountant-in-Practice  
Membership No. 306808

Place : Kolkata

Dated : 24<sup>th</sup> September, 2016